

RECORDATION NO. 17039-Q FILED

OCT 15 '09 -9 3 0 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

October 15, 2009

Anne K. Quinlan, Esq.  
Acting Secretary  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated as of September 14, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement (UPRR 1990-1) and related documents previously filed with the Commission under Recordation Number 17039.

The names and addresses of the parties to the enclosed document are:

Seller	U.S. Bank National Association (as successor to Meridian Trust Company) 225 Franklin Street Boston, MA 02101
[Buyer	Strata Corporation P.O. Box 13500 Grand Forks, ND 58203]

Anne K. Quinlan, Esq  
October 15, 2009  
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A description of the railroad equipment covered by the enclosed document  
is

23 railcars within the series CHTT 500206 - CHTT 500678 as more  
particularly set forth in the attachment to the document.

A short summary of the document to appear in the index follows

Bill of Sale

Also enclosed is a check in the amount of \$41.00 payable to the order  
of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

OCT 15 '09 -9 3 0 AM

EXECUTION VERSION

## SURFACE TRANSPORTATION BOARD

## BILL OF SALE

U.S. Bank National Association, not in its individual capacity, but solely as successor owner trustee under that certain Owner Trust Agreement dated as of September 1, 1990, as amended, between Meridian Trust Company and Connell Finance Company (U.S. Bank National Association in its capacity as successor owner trustee is hereinafter referred to as the "Seller"), in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration paid by Strata Corporation, a [ ] corporation (the "Buyer"), the receipt and sufficiency of which are hereby acknowledged, does hereby grant, bargain, sell, transfer and set over to the Buyer and its successors and assigns all of the Seller's right, title and interest in and to the 100-ton 3610 c f. open top hopper coal cars bearing the car numbers specified in Schedule 1 hereto (such cars being hereinafter referred to as the "Cars").

This Bill of Sale is being delivered pursuant to the Purchase and Sale Agreement dated as of [ ], 2009 among Seller, Buyer, and Banc One Kentucky Leasing Corporation, as Owner Participant (the "Purchase Agreement").

The Seller hereby represents and warrants to the Buyer that the Seller owns the Cars and that as of the date hereof each of the Cars is free and clear of any mortgage, pledge, lien, charge, encumbrance or lease arising as a result of (i) claims against or affecting the Seller or any affiliate thereof, (ii) any act or omission of the Seller as owner of any Car, or (iii) taxes imposed against the Seller or any affiliate thereof prior to the date hereof.

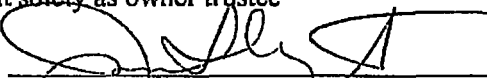
EXCEPT FOR ANY REPRESENTATIONS AND WARRANTIES EXPRESSLY SET FORTH IN THE PURCHASE AGREEMENT, THE REPRESENTATIONS AND WARRANTIES SET FORTH IN THE THIRD PARAGRAPH OF THIS BILL OF SALE ARE EXCLUSIVE AND IN LIEU OF ALL OTHER GUARANTEES, REPRESENTATIONS AND WARRANTIES OF ANY KIND, WHETHER WRITTEN, ORAL, EXPRESS OR IMPLIED, WITH RESPECT TO ANY CAR OR ANY PART OR PORTION THEREOF. ACCORDINGLY, EACH CAR IS BEING SOLD AS IS, WHERE IS, AND WITH ALL FAULTS, AND THE SELLER HAS NOT MADE, AND SHALL NOT BE DEEMED, BY VIRTUE OF HAVING SOLD ANY CAR, OR OTHERWISE, TO HAVE MADE, AND EXPRESSLY DISCLAIMS, ANY GUARANTEE, REPRESENTATION OR WARRANTY, WHETHER WRITTEN, ORAL, EXPRESS OR IMPLIED, AS TO THE CONDITION, DESIGN, VALUE, OPERATION, MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OF ANY CAR OR ANY PART OR PORTION THEREOF, THE QUALITY OF THE MATERIAL OR WORKMANSHIP OF ANY CAR OR ANY PART OR PORTION THEREOF, THE CONFORMITY OF ANY CAR OR ANY PART OR PORTION THEREOF TO THE PROVISIONS AND SPECIFICATIONS OF ANY PURCHASE ORDER OR INVOICE RELATING THERETO OR ANY OTHER DESCRIPTION THEREOF, THE FREEDOM OF ANY CAR OR ANY PART OR PORTION THEREOF FROM ANY LATENT OR OTHER DEFECTS (WHETHER OR NOT DISCOVERABLE), OR ANY OTHER GUARANTEE, REPRESENTATION OR WARRANTY WHATSOEVER (EXCEPT FOR THE REPRESENTATIONS AND WARRANTIES EXPRESSLY SET FORTH IN THE THIRD PARAGRAPH OF THIS BILL OF SALE AND ANY REPRESENTATIONS AND WARRANTIES EXPRESSLY SET FORTH IN THE PURCHASE

AGREEMENT), WHETHER WRITTEN, ORAL, EXPRESS, OR IMPLIED, WITH RESPECT TO ANY CAR OR ANY PART OR PORTION THEREOF, IT BEING AGREED THAT ALL SUCH RISKS ARE TO BE BORNE BY THE BUYER.

By its acceptance of this Bill of Sale the Buyer confirms that it accepts each of the Cars **AS IS, WHERE IS AND WITH ALL FAULTS.**

IN WITNESS WHEREOF, the Seller has executed this Bill of Sale this \_\_\_\_ day of \_\_\_\_\_, 2009.

U.S BANK NATIONAL ASSOCIATION,  
not in its individual capacity,  
but solely as owner trustee

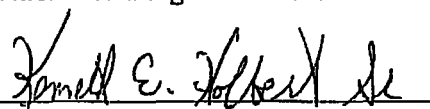
By: 

Name: Joanne L. Wright  
Trust Officer

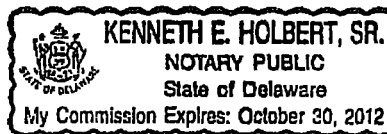
Title: \_\_\_\_\_

State of Delaware     )  
                                  )  
County of New Castle)     ss

On this 14<sup>th</sup> day of SEPT., 2009, before me, a Notary Public in and for said County and State, personally appeared JOANNE L. WRIGHT, to me personally known, who being duly sworn, says that her/she is a TRUST OFFICER of U.S. Bank National Association, a national banking association, and that the foregoing instrument was signed on behalf of said national banking association by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

  
Notary Public

My Commission expires 10/30/2012



**Schedule 1**

**EQUIPMENT TO BE RELEASED**

Description: Rotary dump hopper cars

Total Quantity of Units to be Released: 23

Mark: CHTT

500206  
500219  
500270  
500307  
500322  
500326  
500329  
500330  
500348  
500385  
500396  
500411  
500431  
500483  
500489  
500495  
500498  
500532  
500547  
500571  
500664  
500667  
500678

CERTIFICATION

I, Robert W Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated

10/15/09



Robert W Alvord